

**Declaration of conformity by the Executive Board and Supervisory Board of Lotto24 AG as per  
§ 161 of the German Stock Corporation Act (AktG)**

**I. Future-related section**

Lotto24 AG complies with the 13 May 2013 version of the conduct recommendations made by the »Governmental Commission of the German Corporate Governance Code« for corporate management and monitoring as published by the German Ministry of Justice in the official part of the electronic Federal Gazette on 10 June 2013 and will continue to comply with them with the following exceptions:

**1. Section 3.8 (D&O insurance deductible)**

The D&O insurance taken out for the Supervisory Board of Lotto24 AG does not include a deductible. The Executive Board and Supervisory Board take the view that a D&O insurance deductible does not constitute an adequate means of achieving the Code's objectives. As a rule, deductibles of this kind are insured by the executive bodies themselves, so that the actual purpose of the deductible is nullified and therefore ultimately all that matters is the level of compensation paid to the members of executive bodies.

**2. Section 4.2.2 (2) sentence 3 (vertical compensation comparison)**

The Supervisory Board fulfils its duty to consider the appropriateness of compensation for members of the Executive Board. It also takes into account the company's internal compensation structure. However, the Supervisory Board believes determining specific peer groups and considering development over time does not enhance the quality of their decisions and as such the Supervisory Board refrains from implementing these formal recommendations.

**3. Section 5.2 (2), 5.3.1, 5.3.2, 5.3.3, 5.4.6 sentence 3 (Chairing committees, forming committees, setting up an audit committee and a nomination committee, as well as their composition, consideration of membership in committees when setting remuneration)**

In view of the fact that the Supervisory Board of Lotto24 AG consists of just three persons, in accordance with the company's articles, the Supervisory Board has not formed any committees, and in particular no audit committee or nomination committee.

**4. Section 5.4.1 (2) and (3) (Specification of objectives for the composition of the Supervisory Board)**

With regard to its own composition and that of the Executive Board, the Supervisory Board supports such aspects as internationality, female representation and independence. In view of the particular challenges facing the Supervisory Board in the current regulatory environment of Lotto24 AG, however, the Supervisory Board has refrained from formally stating objectives for its composition for the time being so as not to restrict its selection criteria with specific targets and quotas.

## II. Past-related section

Since issuing its last declaration of conformity in March 2013, the company has complied with the recommendations of the German Corporate Governance Code in the version dated 15 May 2012 and, since its publication in the Federal Gazette, in the version dated 13 May 2013, with the exception of the recommendations stated and justified above in Part I under Sections 1, 3 and 4, whereby no decisions regarding Executive Board compensation needed to be made in the period since publication of the version dated 13 May 2013 in the Federal Gazette and thus there has been no deviation from the recommendation in section 4.2.2 (2) sentence 3 of the German Corporate Governance Code.

Hamburg, February 2014

For the Supervisory Board of Lotto24 AG

The Executive Board of Lotto24 AG



Prof. Berchtold



von Strombeck



von Zitzewitz